

EXHIBIT A - TIMEKEEPER SUMMARY**(Interim Compensation by Individual for Interim Fee Period)**

Timekeeper Name	Position (Year of Bar Admission)	Department	Fees Billed in this Fee Application	Hours billed in this Fee Application	Hourly Rate Billed in this Fee Application	Number of Rate Increases in this Fee Application
Francis J. Lawall	Partner (1985)	Finance & Restructuring	\$136,500	109.2	\$1,250	None
David M. Fournier	Partner (1989)	Finance & Restructuring	\$750	.6	\$1,250	None
Jay A. Dubow	Partner (1984)	Business Litigation	\$250	.2	\$1250	None
Joshua S. Gelfand	Partner (2007)	Tax & Benefits	\$5,508	5.1	\$1080	None
Casselle A. Smith	Partner (2012)	Business Litigation	\$11,718	12.6	\$930	None
Deborah Kovsky-Apap	Partner (2003)	Finance & Restructuring	\$147,420	175.5	\$840	None
Marcy J. McLaughlin Smith	Associate (2015)	Finance & Restructuring	\$2,016	2.4	\$840	None
Kenneth A. Listwak	Associate (2016)	Finance & Restructuring	\$1,245	1.5	\$830	None
Sean P. McNally	Partner (2003)	Business Litigation	\$7,622	10.3	\$740	None
Tori L. Remington	Associate (2020)	Finance & Restructuring	\$57,888	86.4	\$670	None
Dylan J. DeWitt	Associate (not yet admitted)	Business Litigation	\$11,446	19.4	\$590	None
Jessica Ring	Associate (2022)	Business Litigation	\$236	.4	\$590	None
Joseph V. Toll	Associate (2023)	Business Litigation	\$5,428	9.2	\$590	None
Kelley E. Kane	Associate (2017)	Business Litigation	\$1,700	3.4	\$500	None
Susan M. Henry	Paralegal	Finance & Restructuring	\$4,368	35.3	\$390	None
Monica A. Molitor	Paralegal	Finance & Restructuring	\$40,833	80.6	\$390	None
TOTALS:			434,928	552.1		

EXHIBIT B - SUMMARY OF COMPENSATION BY PROJECT CATEGORY**(Summary of Compensation Incurred During Interim Fee Period)**

Project Category Code	Project Category Description	Total Hours Billed	Total Compensation Billed
B110	Case Administration	23.4	\$10,841
B112	General Creditor Inquiries	1.4	\$1,062
B113	Pleadings Review/Memos	4.1	\$2,923
B120	Asset Analysis and Recovery	.8	\$847
B130	Asset Sales/Disposition	21.9	\$19,521
B150	Meetings of and Communications with Creditors' Committee	23.5	\$16,788
B155	Court Hearings	21.6	\$17,688
B160	Fee Applications (Applicant)	68.1	\$33,329
B165	Fee Applications - Others	21.9	\$11,302
B170	Retention Applications (Applicant)	5.6	\$2,397
B175	Retention Applications- Others	5	\$3,585
B185	Assumption/Rejection of Contracts	3.7	\$3,524
B186	Assumption/Rejection of Contracts	1.3	\$1,074
B190	Other Contested Matters	17.3	\$11,497
B191	General Litigation	50.7	\$42,334
B210	Business Operations	.2	\$134
B211	Financial Reports	.7	\$588
B220	Employee Benefits/Pensions	.7	\$588
B221	Employment Contracts/Issues	28.8	\$24,704
B230	Financing/Cash Collateral	1.8	\$2,250
B261	Investigations	.3	\$218
B310	Claims Administration and Objections	31.4	\$26,580
B320	Plan and Disclosure Statement	197.7	\$187,920
B410	General Bankruptcy	.5	\$295
B430	Adversary Proceedings & Bankruptcy Court Litigation	19.2	\$12,314
B440	Schedules and Statements	.5	\$625
TOTALS:		552.1	\$434,928

EXHIBIT C - SUMMARY OF EXPENSES BY CATEGORY**(Summary of Expenses Incurred During Interim Fee Period)**

EXPENSE DESCRIPTION	VENDOR/PROVIDER	AMOUNT
Production, Efilng, Courier, and Mailing Charges	Parcels Inc., Reliable	\$245.84
Travel Expenses	Transportation costs for D. Kovsky-Apap and F. Lawall for travel to New York (meeting with Debtors and Equity Committee)	\$769.45
Electronic Docket Searches/ Internet web sites	PACER Service Center	\$354.70
Working Meals	Working meals for D. Kovsky-Apap and F. Lawall while travelling to New York (meeting with Debtors and Equity Committee)	\$25.00
Miscellaneous	Internet charge during travel	\$13.00
Hearing Transcripts	Reliable	\$64.80
TOTAL		\$1,472.79

EXHIBIT D**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES**

POSITION	BLENDED HOURLY RATE FOR THIS FEE APPLICATION	BLENDED HOURLY RATE FIRM-WIDE FOR PRECEDING FISCAL YEAR 2022¹
Partner	\$988.10	\$1,036
Associate	\$658.50	\$639
Paralegal	\$390	\$307
Case Management Assistant/Legal Practice Assistant/Project Assistant	\$0	\$136
AGGREGATE BLENDED HOURLY RATE FOR THIS FEE APPLICATION:	\$787.77²	\$530

¹ The hourly billable rates for Troutman Pepper Hamilton Sanders LLP timekeepers are adjusted on January 1st of each year. In addition, the data in this column excludes FY2022 blended hourly rate information for the Bankruptcy and Finance & Restructuring group at Troutman Pepper Hamilton Sanders LLP as well as engagements at materially discounted rates.

² As set forth herein and in the order approving the Applicant's retention, the Applicant has agreed to a blended hourly rate of \$750 for this retention, subject to Applicant's right to seek payment of the difference, if any, between \$750 and Applicant's actual blended hourly rate. This amount reflects the non-discounted blended rate.

EXHIBIT E – BUDGET AND STAFFING PLAN**Project Category Budget – Troutman Pepper Hamilton Sanders LLP –
During Interim Fee Period¹**

<u>Project Category Code</u>	<u>Project Category Description</u>	<u>Low Hours</u>	<u>High Hours</u>	<u>Low Total Compensation</u>	<u>High Total Compensation</u>
B110	Case Administration, Activities in Multiple Categories	150	175	\$112,500	\$131,250
B111	Statement of Financial Affairs and Schedules	25	40	\$18,750	\$30,000
B112, B113, B190, B191	Creditor Inquiries, Review of Pleadings, Contested Matters and Motions, and General Litigation	250	400	\$187,500	\$300,000
B140	Relief from Stay	30	50	\$22,500	\$37,500
B150	Creditors' Committee	35	60	\$26,250	\$45,000
B155	Court Hearings	30	45	\$22,500	\$33,750
B160, B165, B170, B175	Employment/Retention, Objections to Employment/Retention, and Fee Applications	40	60	\$30,000	\$45,000
B185	Assumption/Rejection of Leases and Contracts	15	25	\$11,250	\$18,750
B210, B211, B212, B220, B240, B241	Business Operations, Financial Reports, Vendor Issues, Employee Benefits/Pensions, Tax Issues, and Utility Issues	75	125	\$56,250	\$93,750
B310	Claims Administration & Objections	20	35	\$15,000	\$18,750
B130, B320	Asset Disposition, Disclosure Statement, Solicitation, Plan and Confirmation	200	275	\$150,000	\$206,250
TOTALS:		870	1,290	\$652,500	\$967,500

¹ The budget may be amended to reflect changed circumstances or unexpected developments. Any such amended budget will be provided to the Committee. All dollar amounts are calculated assuming a blended hourly rate of \$750.

(Staffing Plan)

CATEGORY OF TIMEKEEPER (using categories maintained by the firm)	NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD¹	AVERAGE 2023 HOURLY RATE FOR TIMEKEEPERS EXPECTED TO WORK ON THE MATTER*
Partner ²	3	\$1,020
Associate ³	2	\$630
Paralegal ⁴	2	\$390

* As set forth in the order approving the Applicant's retention, the Applicant has agreed to a blended hourly rate of \$750 for this retention, subject to Applicant's right to seek payment of the difference, if any, between \$750 and Applicant's actual blended hourly rate.

¹ Note that this reflects primary timekeepers staffed on this engagement. Additional timekeepers may be called upon from time to time to handle discrete matters.

² Kovsky-Apap (\$840); McNally (\$740); Lawall (\$1,250).

³ Ring (\$590); Remington (\$670).

⁴ Henry (\$390); Molitor (\$390).

EXHIBIT F – ADDITIONAL DISCLOSURES

Are rates in interim fee application higher than those approved or disclosed at retention?	No
Total compensation ⁵ sought in this Application	\$436,400.79
Total compensation sought in this Application approved to date pursuant to the Compensation Procedures Order	\$238,005.79
Total compensation sought in this Application already paid pursuant to the Compensation Procedures Order	\$238,005.79
Total compensation sought in this Application not yet paid	\$198,395.00
Number of professionals included in this Application	16
If applicable, number of professionals in this Application not included in the Staffing Plan	9
If applicable, difference between fees budgeted and fees incurred for the interim compensation period	Fees incurred are below the budgeted range.

⁵ Total compensation includes both fees and expenses incurred by Troutman Pepper.

EXHIBIT G - CERTIFICATION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

LORDSTOWN MOTORS CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

**CERTIFICATION REGARDING SECOND INTERIM FEE APPLICATION
REQUEST OF TROUTMAN PEPPER HAMILTON SANDERS LLP, AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

1. I am a partner at the law firm of Troutman Pepper Hamilton Sanders LLP (“Troutman Pepper”), which maintains offices at, among other locations, 875 Third Avenue, New York, New York 10022. I am a member in good standing of the Bars of the States of New York, New Jersey and Michigan and I have been admitted to practice in each of those states. I am also admitted pro hac vice in the above-captioned cases. There are no disciplinary proceedings pending against me.

2. I am making this certification regarding the *Second Interim Application of Troutman Pepper Hamilton Sanders LLP as Counsel to the Official Committee of Unsecured Creditors for Allowance of Compensation and Reimbursement of Expenses Incurred for the Period from October 1, 2023 Through and Including December 31, 2023* (the “Application”) to certify to certain matters addressed in the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Chapter 11 Professionals and Committee Members* [Docket No. 181] (the “Compensation Procedures Order”).

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

3. Specifically, I have reviewed the Application, including the monthly fee applications relating to the interim fee period covered by the Application, and I hereby certify that such applications comply with the Compensation Procedures Order and the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules. In addition, I hereby certify that, in accordance with the Compensation Procedures Order, and in connection with preparing the Application, Troutman Pepper has made a reasonable best effort to comply with the U.S. Trustee's requests for information and additional disclosures set forth in the *U.S. Trustee Guidelines For Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* (Appendix B to 28 C.F.R. §58) (the "U.S. Trustee Guidelines"). In accordance with the U.S. Trustee Guidelines, Troutman Pepper responds to the questions set forth in Section C.5 of the U.S. Trustee Guidelines as follows:

- A. Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Answer: Consistent with the Application, Troutman Pepper shall, on a monthly basis, charge the lesser of (a) the blended rate of \$750/hour for all timekeepers or (b) its standard hourly billing rates for professional services rendered for such applicable month (subject to the discount of approximately 25% for certain timekeepers, as stated in the Application). If the general unsecured creditors receive a recovery of at least 50% in these chapter 11 cases, Troutman Pepper may apply to recover the difference (if any) between its standard billed rates and the blended rate, subject to further Court approval.

- B. If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Answer: Not applicable.

- C. Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Answer: None of the professionals included in the Application varied their hourly rate based on the geographic location of the bankruptcy case.

- D. Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

Answer: No, the Application does not include time or fees related to reviewing or revising time records.

- E. Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Answer: The Application includes a limited amount of time related to reviewing and revising entries for privileged and confidential information, which is necessary to file the Application. Troutman estimates that this amount of time does not exceed 2 hours.

- F. Does the Application include any rate increases since the firm's retention?

Answer: The Application does not include any rate increases since the retention of Troutman Pepper.

Dated: February 14, 2024

/s/ Deborah Kovsky-Apap
Deborah Kovsky-Apap

EXHIBIT H – PROPOSED ORDER

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

LORDSTOWN MOTORS CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10831-MFW

(Jointly Administered)

Related to Docket No. _____

**ORDER APPROVING SECOND INTERIM APPLICATION OF
TROUTMAN PEPPER HAMILTON SANDERS LLP, AS COUNSEL FOR
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM OCTOBER 1, 2023 THROUGH AND INCLUDING DECEMBER 31, 2023**

Upon consideration of the *Second Application of Troutman Pepper Hamilton Sanders LLP, as Counsel for the Official Committee of Unsecured Creditors for the Period from October 1, 2023 Through and Including December 31, 2023* (the “Interim Application”)² of Troutman Pepper Hamilton Sanders LLP (“Troutman Pepper”) for entry of an order (this “Order”) for allowance of compensation for services rendered and reimbursement of actual and necessary expenses that Troutman Pepper incurred, all as more fully set forth in the Interim Application; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012, and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and this Court having found it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Interim Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Interim Application

1409; and this Court having found that the relief requested in the Interim Application is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that Troutman Pepper's notice of the Interim Application and opportunity for a hearing on the Interim Application were appropriate and no other notice need be provided; and this Court having reviewed the Interim Application; and this Court having determined that the requested compensation and expense reimbursement set forth in the Interim Application is reasonable; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT**

1. The Interim Application is GRANTED on an interim basis in the amounts set forth below, for services rendered and reimbursement of actual and necessary expenses incurred during the period from October 1, 2023 through and including December 31, 2023.

Compensation Period	Fees Requested	Expenses Requested	Agreed Reductions (Fees)	Agreed Reductions (Expenses)	Interim Fees Approved	Interim Expenses Approved
10/1/23 – 12/31/23	\$434,928.00 ³	\$1,472.79	\$0.00	\$0.00	\$434,928.00	\$1,472.79

2. Troutman Pepper's right to seek payment of any remaining balance on account of its billing arrangement as set forth in the *Order Authorizing the Employment and Retention of Troutman Pepper Hamilton Sanders LLP, as Counsel to the Official Committee of Unsecured Creditors Effective as of July 17, 2023* [Docket No. 294] is hereby reserved.

³ This amount reflects the total fees incurred by Troutman Pepper during the application period. However, pursuant to the terms of its retention, Troutman Pepper requests payment of only \$408,951.00 in fees at this time, and reserves the right to seek payment of the difference in the event that distributions to general unsecured creditors exceed 50%.

3. Notice of the Interim Application, as provided therein, shall be deemed good and sufficient notice of such Interim Application and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

4. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Interim Application.

6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.